

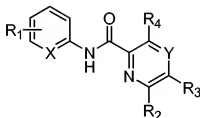
AMENDMENTS TO THE CLAIMS

Please cancel Claims 20-34 without prejudice and insert therefore new Claims 35-49. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-34 (canceled)

35. (New) A compound of the Formula (I):



wherein:

X is -N-, or -C-;

Y is -N-;

R₁ is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dR^e,
- 10) -CO₂R^d,
- 11) -OR^d,
- 12) -CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl,
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) -CN,
- 9) halogen,
- 10) -OR^d, and
- 11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R₃ is selected from:

- 1) aryl,
- 2) -NR^dR^e,
- 3) halogen,
- 4) C₁₋₁₀alkyl,
- 5) -OR^d,
- 6) hydrogen, and
- 7) -SR^d,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a, with the proviso that at least one of R₂ and R₃ is other than hydrogen;

R₄ is selected from:

- 1) aryl,
- 2) heteroaryl,
- 3) -NR^dR^e,

- 4) halogen,
- 5) $-\text{OR}^{\text{d}}$,
- 6) hydrogen, and
- 7) SR^{d} ;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^{b} ;

R^{a} is selected from:

- 1) hydrogen,
- 2) $-\text{OR}^{\text{d}}$,
- 3) $-\text{NO}_2$,
- 4) halogen,
- 5) $-\text{S}(\text{O})_{\text{m}}\text{R}^{\text{d}}$,
- 6) $-\text{SR}^{\text{d}}$,
- 7) $-\text{S}(\text{O})_{\text{m}}\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 8) $-\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 9) $-\text{C}(\text{O})\text{R}^{\text{d}}$,
- 10) $-\text{CO}_2\text{R}^{\text{d}}$,
- 11) $-\text{OC}(\text{O})\text{R}^{\text{d}}$,
- 12) $-\text{CN}$,
- 13) $-\text{SiR}^{\text{c}}\text{R}^{\text{d}}\text{R}^{\text{e}}$,
- 14) $-\text{C}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 15) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{R}^{\text{e}}$,
- 16) $-\text{OC}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 17) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{OR}^{\text{e}}$,
- 18) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 19) $-\text{CR}^{\text{d}}(\text{N}-\text{OR}^{\text{e}})$,
- 20) CF_3 , and
- 21) $-\text{OCF}_3$;

R^{b} is selected from:

- 1) R^{a} ,
- 2) C_{1-10} alkyl,
- 3) C_{2-10} alkenyl,
- 4) C_{2-10} alkynyl,

- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl, and
- 8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

- 1) halogen,
- 2) amino,
- 3) carboxy,
- 4) cyano,
- 5) C₁₋₄alkyl,
- 6) C₁₋₄alkoxy,
- 7) aryl,
- 8) aryl C₁₋₄alkyl,
- 9) heteroaryl,
- 10) hydroxy,
- 11) CF₃, and
- 12) aryloxy;

R^d and R^c are independently selected from R^a, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^c together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

36. (New) The compound of Claim 35 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,
- 3) C₂₋₆alkenyl,
- 4) C₂₋₆alkylaryl,
- 5) C₃₋₆cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dRe,
- 10) -OR^d,
- 11) -CO₂R^d,
- 10) -CN,
- 12) halogen;

where alkyl, alkenyl, alkylaryl, cycloalkyl and heterocyclyl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,
- 3) C₂₋₆alkenyl,
- 4) C₃₋₆cycloalkyl,
- 5) aryl,
- 6) heteroaryl,
- 7) -CN,
- 8) -OR^d, and
- 9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₃ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,

- 3) aryl,
- 4) $-\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 5) $-\text{OR}^{\text{d}}$,
- 6) $-\text{SR}^{\text{d}}$,
- 7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^{a} , with the proviso that at least one of R_2 and R_3 is other than hydrogen;

R^{d} is selected from:

- 1) hydrogen,
- 2) aryl,
- 3) heteroaryl,
- 4) $-\text{NHR}^{\text{d}}$,
- 5) $-\text{OR}^{\text{d}}$,
- 6) $-\text{SR}^{\text{d}}$,
- 7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^{b} ;

R^{a} is selected from:

- 1) hydrogen,
- 2) $-\text{OR}^{\text{d}}$,
- 3) halogen,
- 4) $-\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 5) $-\text{CN}$,
- 6) $\text{CO}_2\text{R}^{\text{d}}$,
- 7) CF_3

R^{b} is selected from:

- 1) R^{a} ,
- 2) C_{1-3} alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^{c} ;

R^{c} is selected from:

- 1) hydrogen,
- 2) carboxy

3) C₁₋₃alkyl,

R^d and R^e are independently selected from R^a, C₁₋₄alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^c together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

37. (New) The compound of Claim 36 wherein:

R^a is selected from:

- 1) hydrogen,
- 2) -CN,
- 3) halogen;

R^b is selected from the definitions of R^a.

38. (New) The compound of Claim 36 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH₃,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH, and
- 9) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

39. (New) The compound of Claim 36 wherein:

R₂ is selected from:

- 1) hydrogen,
- 2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo, $-\text{CH}_3$ and cyano,
- 3) CH_3 , ethyl, butyl,
- 4) bromo, chloro,
- 5) $-\text{CN}$,
- 6) $-\text{OCH}_3$,
- 7) pyridinyl, thienyl, and
- 8) $-\text{CF}_3$,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b .

40. (New) The compound of Claim 36 wherein:
 R_3 is selected from:

- 1) hydrogen,
- 2) $-\text{N}(\text{CH}_3)\text{CH}_3$,
- 3) CH_3 ,
- 4) piperidinyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{NCH}_2\text{CH}_3$,
- 7) $-\text{OCH}_3$,
- 8) $-\text{N}-\text{CH}_2$ -furanyl,
- 9) $-\text{N}-\text{CH}(\text{CH}_3)_2$,
- 10) CF_3 ,
- 11) phenyl,
- 12) chloro, and
- 13) $-\text{NH}_2$,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a .

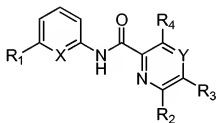
41. (New) The compound of Claim 36 wherein:
 R_4 is selected from:

- 1) hydrogen,
- 2) $-\text{NH}_2$,
- 3) hydroxyl,

- 4) $-\text{NH-pyridyl}$,
- 5) $-\text{S-CH}_3$,
- 6) $-\text{N(CH}_3)_2$,
- 7) $-\text{N-C(O)-O-CH}_2\text{C=CH}_2$.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b .

42. (New) The compound of Claim 35 of the Formula (Ia):



(Ia)

wherein:

R_1 is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) $-\text{C(O)-O-CH}_3$,
- 4) pyridinyl,
- 5) $-\text{CN}$,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) $-\text{CH}\equiv\text{CH-Si(CH}_3)_3$,
- 9) $-\text{CH}\equiv\text{CH}$, and
- 10) hydroxyl;

R_2 is selected from:

- 1) hydrogen,
- 2) phenyl, optionally mono or di-substituted with a substituent selected from halo, $-\text{CH}_3$ and cyano,
- 3) CH_3 , ethyl, butyl,
- 4) bromo, chloro,
- 5) $-\text{CN}$,

- 6) $-\text{OCH}_3$,
- 7) pyridinyl, thienyl, and
- 8) $-\text{CF}_3$;

R₃ is selected from:

- 1) hydrogen,
- 2) $-\text{N}(\text{CH}_3)\text{CH}_3$,
- 3) CH_3 ,
- 4) piperidinyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{NCH}_2\text{CH}_3$,
- 7) $-\text{OCH}_3$,
- 8) $-\text{N}-\text{CH}_2$ -furanyl,
- 9) $-\text{N}-\text{CH}(\text{CH}_3)_2$,
- 10) CF_3 ,
- 11) phenyl,
- 12) chloro, and
- 13) $-\text{NH}_2$,

with the proviso that at least one of R₂ and R₃ is other than hydrogen;

R₄ is selected from:

- 1) hydrogen,
- 2) $-\text{NH}_2$,
- 3) hydroxyl,
- 4) $-\text{NH}$ -pyridyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{N}(\text{CH}_3)_2$,
- 7) $-\text{N}-\text{C}(\text{O})-\text{O}-\text{CH}_2\text{C}=\text{CH}_2$;

or a pharmaceutically acceptable salt thereof.

43. (New) The compound of Claim 42 wherein R₃ is hydrogen or methyl.

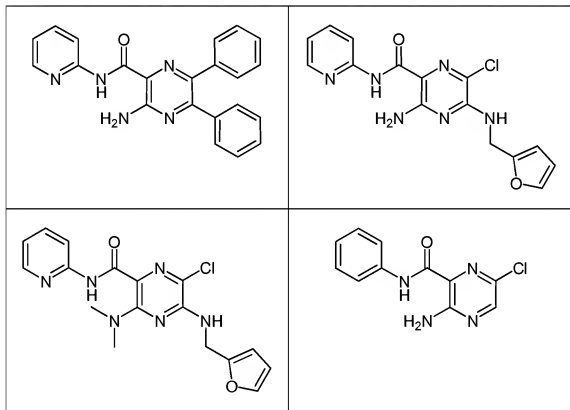
44. (New) The compound of Claim 42 wherein R₄ is hydroxyl, $-\text{NH}_2$ or $-\text{NH}$ -aryl.

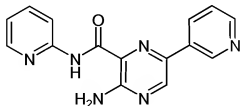
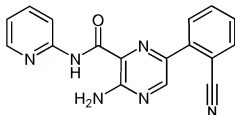
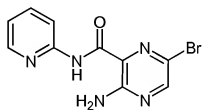
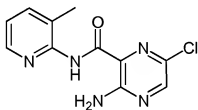
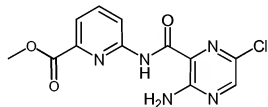
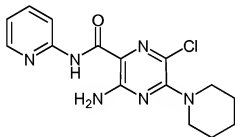
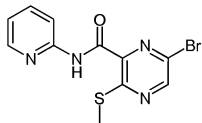
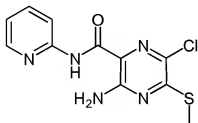
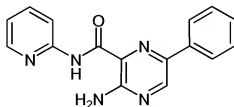
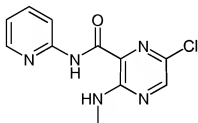
45. (New) The compound of Claim 42 wherein R₂ is halo or methyl.

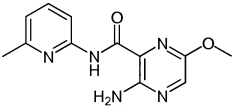
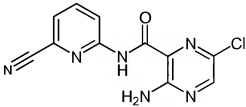
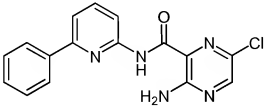
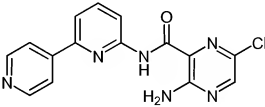
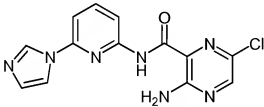
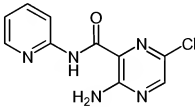
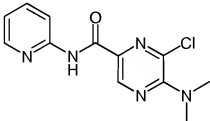
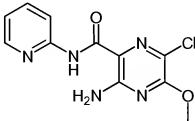
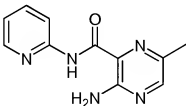
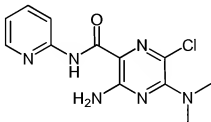
46. (New) The compound of Claim 42 wherein R₁ is hydrogen or methyl.

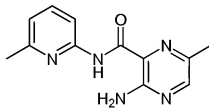
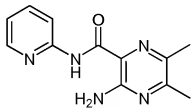
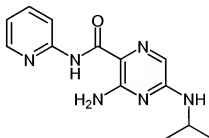
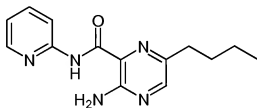
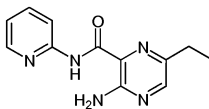
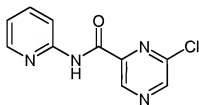
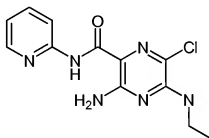
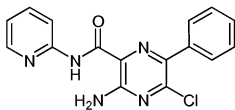
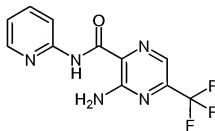
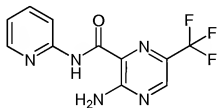
47. (New) The compound of Claim 42 wherein
R₁ is hydrogen or methyl;
R₂ is halo or methyl;
R₃ is hydrogen or methyl; and
R₄ is hydroxyl, -NH₂ or -NH-aryl.

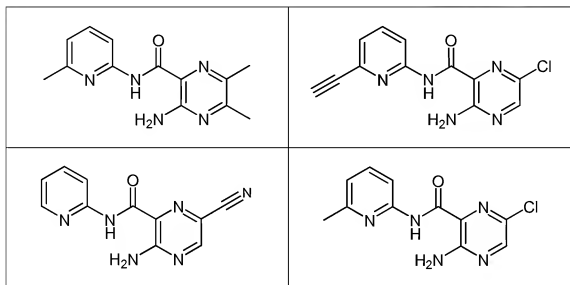
48. (New) A compound which is selected from the group consisting of:





 <chem>Cc1ccncc1NC(=O)c2nc(N)nc(OC)c2</chem>	 <chem>N#Cc1ccncc1NC(=O)c2nc(N)nc(Cl)c2</chem>
 <chem>c1ccc(cc1)c2ccncc2NC(=O)c3nc(N)nc(Cl)c3</chem>	 <chem>c1ccc(cc1)c2ccncc2NC(=O)c3nc(N)nc(Cl)c3</chem>
 <chem>c1ccncc1N2C=CN=C2NC(=O)c3nc(N)nc(Cl)c3</chem>	 <chem>c1ccncc1NC(=O)c2nc(N)nc(Cl)c2</chem>
 <chem>CN(C)c1nc(Cl)nc(C(=O)Nc2ccncc2)c1</chem>	 <chem>COc1nc(Cl)nc(NC(=O)Nc2ccncc2)c1N</chem>
 <chem>Cc1nc(N)nc(C(=O)Nc2ccncc2)c1</chem>	 <chem>CN(C)c1nc(Cl)nc(NC(=O)Nc2ccncc2)c1N</chem>





or a pharmaceutically acceptable salt thereof.

49. (new) A pharmaceutical composition comprising the compound of Claim 35, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.